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April 1, 1992

RECORDATION NO. 17205-A FILED 1425

2-092 APR 1 1992 -2 10 PM

INTERSTATE COMMERCE COMMISSION

*NOT ADMITTED IN D.C.

BY HAND DELIVERY

The Hon. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Recordation No. 17205

Dear Mr. Strickland:

Enclosed please find an original and one true certified copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Release of liens, a secondary document, dated March 20th, 1992.

The primary document to which this is connected is recorded under Recordation No. 17205.

The names and addresses of the parties to the document are as follows:

Mortgagor

A & F, Inc.
c/o Lawler-Wood, Inc.
1600 Riverview Tower
Knoxville, TN 37902

APR 1 2 33 PM '92
MOTOR OPERATING UNIT

Charles Carter
By am

Hon. Sidney L. Strickland, Jr. -2-

April 6, 1992

Secured Party

First American National Bank
505 South Gay Street
Knoxville, TN 37902

A description of the equipment covered by the document is attached as Exhibit A.

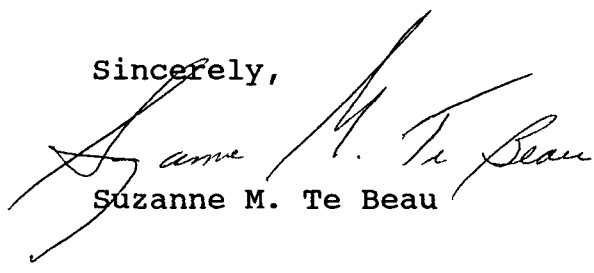
A filing fee of \$16.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the representative of this firm filing this document.

A short summary of the document to appear in the index follows:

A Security Agreement between First American National Bank, 505 South Gay Street, Knoxville, TN 37902 and A&F, Inc., c/o Lawler-Wood, Inc., 1600 Riverview Tower, Knoxville, TN 37902, dated December 27, 1990, and covering three (3) GP-9 locomotives, identified by numbers as: 6076, 6011, 6094; and one (1) SW-9 locomotive identified by number 1214.

Thank you for your attention to this matter. Please call me if you have any questions.

Sincerely,


Suzanne M. Te Beau

Enclosures

8637\1\TSMT180.LET

EXHIBIT A

(Equipment and Rolling Stock)

LOCOMOTIVE LIST

<u>Loco Number</u>	<u>Last RR Owner</u>	<u>Present Owner</u>	<u>Where Located</u>	<u>Type</u>
6011	MDEQ	AFRC	AFRC	GP-9
6076	MDEQ	AFRC	AFRC	GP-9
6094	MDEQ	AFRC	AFRC	GP-9
1214	MDEQ	AFRC	AFRC	SW-9

Notes:

MDEQ is Mississippi Delta Equipment Company
AFRC is A&F, Inc.

All unit numbers are unchanged from the last RR
owner.

Interstate Commerce Commission
Washington, D.C. 20423

4/1/92

OFFICE OF THE SECRETARY

Suzanne M. Te Beau

Weiner, McCaffrey, Brodsky & Kaplan

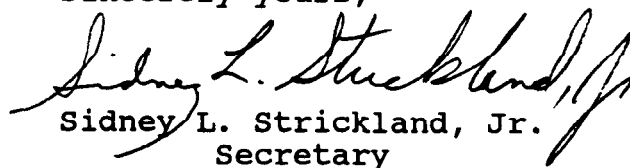
1350 New York Avenue N.W.

Washington, D.C. 20005-4797

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/1/92 at 2:40pm, and assigned recordation number(s). 17205-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 17205-A
FILED 1992

APR 1 1992 -2 40 PM

RELEASE

INTERSTATE COMMERCE COMMISSION

The undersigned, First American National Bank, declares that it is the true and lawful owner and holder of a promissory note dated December 27, 1990, secured by a Mortgage, Security Agreement & Assignment of Rents & Leases (the "Mortgage") executed by A & F, Inc., and filed with the Interstate Commerce Commission, Recordation Number 17205, to which instruments reference is hereby made, and for valuable consideration in hand paid does hereby acknowledge satisfaction of such Mortgage in full and does hereby release the lien of said instrument.

IN WITNESS WHEREOF, the undersigned has caused this Release to be executed on the 20th day of March, 1992.

FIRST AMERICAN NATIONAL BANK

By Joe K. Madron
Its Senior Vice President

STATE OF Tennessee

COUNTY OF Knox

Before me, the undersigned authority, a notary public, of the state and county aforesaid, personally appeared Joe K. Madron, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the SR Vice President of FIRST AMERICAN NATIONAL BANK, the within named bargainor, a corporation, and that he as such SR Vice President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as SR Vice President.

WITNESS my hand and seal, at office in Knoxville, this 20th day of March, 1992.

James C. Peterson
Notary Public

My Commission Expires: 8-22-94

THIS INSTRUMENT PREPARED BY:
Gail M. Good
Kennerly, Montgomery & Finley, P.C.
P. O. Box 442
Knoxville, Tennessee 37901

GMG:jen.KMISC/421-4

C E R T I F I C A T E

I, Gwendolyn Richards, have compared the foregoing copy of the Release of lien between First American National Bank and A & F, Inc. with the original Release of lien and found the copy to be complete and identical in all respects to the original document.

Date: April 1, 1992

District of Columbia)
) ss
)

Gwendolyn Richards
Notary Public

My Commission Expires:

My Commission Expires January 14, 1997

